

**EXHIBIT P TO THE JUNE 26, 2008
DECLARATION OF GREGORY I. RASIN, ESQ.**

Commitment to Diversity and Equal Opportunity

Diversity

The McGraw-Hill Companies has a policy of encouraging diversity in the workforce. Employee diversity maximizes the talent pool of the corporation and is an important component of the management of the workforce of The McGraw-Hill Companies. Employees as well as customers benefit from the corporation's policy on diversity because employees work in a dynamic environment where many different views are considered and respected. The McGraw-Hill Companies serves the information needs of widely different countries, markets, and customers around the world, as expressed in the motto – "Diverse Customers, Diverse Needs, Diverse Solutions" and is committed to cultivating a diverse workforce that represents many backgrounds.

Equal Employment Opportunity

The McGraw-Hill Companies is committed to the principles of equal employment opportunity for all employees and applicants for employment. Advancement opportunities and employment decisions will be made without regard to race, religion, gender, ethnicity, creed, color, citizenship status, sexual orientation, age, disability, marital status, national origin, veteran status, or any other characteristic protected under federal, state, or local law.

Furthermore, when filling open positions, managers are expected to seek out a diverse pool of candidates for consideration. Towards this end, the company develops annual Affirmative Action programs as required by its federal contractor status. Management plays an active role in demonstrating the corporation's commitment by providing equal employment opportunities at all levels of employment. For advice or assistance in meeting this obligation, managers are encouraged to consult with their Human Resources Representative.

Equal Employment Opportunity Applies to Every Phase of the Employment Process

To advance the principles of equal employment opportunity, the corporation also extends this policy to every phase of the employment process including, but not limited to, recruitment, selection, placement, transfer, training and development, promotion, compensation, benefits, layoffs, termination, and all other conditions or privileges of employment. Each and every employee is expected to abide by and promote this policy of equal employment opportunity within the organization, as well as with those who have a business relationship with The McGraw-Hill Companies.

Job Accommodations

The McGraw-Hill Companies will, in accordance with the Americans with Disabilities Act and other applicable law, make reasonable accommodations for employees with disabilities who are otherwise qualified to do the job to enable them to perform the essential functions of their job. An employee who believes he/she needs a job accommodation may request one by contacting his/her manager or Human Resources Representative.

Equal Employment Opportunity Requires the Participation of All Employees

While overall authority for implementing an Equal Employment Opportunity policy is assigned to the Executive Vice President of Organizational Effectiveness, an effective equal employment opportunity program cannot be achieved without the support of all employees. Any employee who feels he/she has been denied equal opportunity or subjected to discrimination should bring the problem forward. The corporation's Employee Concern Resolution Resources provide a number of ways for your concerns to be addressed.

Sexual Harassment Policy

It is The McGraw-Hill Companies' policy to prohibit sexual harassment of any employee by another employee or visitor. The purpose of this policy is not to regulate personal morality within The McGraw-Hill Companies. It is to ensure that in the workplace, no employee or visitor harasses another individual on the basis of sex. Prohibited behaviors include unwelcome sexual advances, requests for sexual favors and other unwelcome verbal, physical, written or electronic communications of a sexual nature.

Depending upon the circumstances, harassment can also include unwelcome joking, teasing, the access and distribution of electronic content, or other conduct directed toward a person because of his or her gender, which is sufficiently severe or pervasive as to create a hostile work environment.

Further, unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct constitutes sexual harassment when:

- submission to such conduct is made either explicitly a term or condition of an individual's employment,
- submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual, or
- such conduct has the purpose or effect of interfering with an individual's work performance or creates an intimidating, hostile, or offensive working environment.

An employee who feels that he or she has been subjected to sexual harassment should immediately report the matter to his or her manager, the next higher level of management, his or her local Human Resources Representative, the Corporate Human Resources Department, or he or she may utilize the FAIR Program as well as the Employee Hotline.

Every report of perceived harassment will be investigated and corrective action will be taken where appropriate. Violation of this policy will result in disciplinary action, up to and including termination of the offender's employment. In addition, The McGraw-Hill Companies prohibits any form of retaliation against individuals who report unwelcome conduct to management, or who cooperate in the investigation of such reports in accordance with this policy.

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Policies

Resolving Disputes

This section deals with:

- [Open Door Policy](#)
- [The Manager's Role In Encouraging Discussion of Issues](#)

Other sections relevant to Resolving Issues and Disputes cover specialized topics:

- [FAIR \(Fast And Impartial Resolution\)](#)
- [The McGraw-Hill Companies Employee Hotline](#)
- [Personnel File](#)
- [Sexual Harassment Policy](#)

Open Door Policy

The McGraw-Hill Companies has an Open Door Policy regarding issues or disputes in the workplace. This policy encourages employees to bring their questions, suggestions, and complaints to management's attention. This means that when a problem develops, employees can and should bring the issue forward, without fear of retaliation. This policy is grounded in the belief that unresolved issues can distract staff and disrupt morale. Bringing disputes to closure enables the work group and the individual employee to move forward, to everyone's benefit.

The right person to approach when expressing such a concern is that person in management with whom the employee feels most comfortable. It could be the employee's manager, the next higher level of management, or the Human Resources Department. Whenever possible, this informal method should be used, with the goal being an equitable resolution of the issue at hand.

In most cases, the Open Door Policy leads to a resolution. However, if an employee does not get a satisfactory response, he or she may utilize the [FAIR Program](#).

The Manager's Role in Encouraging Discussion of Issues

Problems and disputes are bound to occur in the workplace from time to time. They should be faced honestly and openly. And they should be dealt with fairly.

Managers should inform employees that under the corporation's Open Door Policy, employees can broach problems without fear of retaliation. Managers have the responsibility to encourage employees to bring issues forward to staff the employee believes is most appropriate—whether it be the employee's manager, the next higher level of management, or the Human Resources staff. The first step toward resolving a problem is presenting it to an individual who will listen objectively and non-judgmentally.

When a problem or dispute comes to a manager's attention, it is advised that managers consult with the [Human Resources Representative](#) or with those higher up in their organization.

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FAIR (Fast and Impartial Resolution)

This section describes the FAIR Program, a mechanism for outside resolution of issues and disputes in the workplace.

The FAIR Program was established to handle problems and disputes not resolved through the Open Door Policy. FAIR stands for Fast And Impartial Resolution. FAIR is administered by an independent, outside mediation and arbitration firm, JAMS/Endispute.

Employees interested in resolving a complaint through FAIR may contact their Human Resources Representative or JAMS/Endispute directly at 1-800-219-9099 to obtain a complete brochure describing the program, forms for initiating the program, or to answer any questions about the program. Confidentiality will be maintained, to the extent practicable, during the FAIR process. There are three steps which may be used to resolve a dispute through the FAIR program: the first is through an investigation, the second is through mediation. If neither of these steps resolves the issue to the employee's satisfaction, the third step-arbitration-may be invoked. A brief summary of the program is below.

Investigation

The employee is asked to write down the complaint and submit it to the next level of management (if the employee has already tried to work out the problem with the employee's manager) or with his/her Human Resources Representative. Once a complaint is submitted, The McGraw-Hill Companies is required to conduct a prompt investigation of the issue and provide a written response to the employee.

Mediation

If the employee is not satisfied with the response to his/her complaint, he/she may select one of the JAMS/Endispute mediators to meet with the parties to attempt to achieve a mutually acceptable resolution to the dispute.

Arbitration

Employees not satisfied with mediation may submit their complaints to arbitration before a JAMS/Endispute arbitrator who will hear the dispute and issue a ruling that is legally binding on both parties.

The JAMS/Endispute mediators and arbitrators generally are former judges or professional arbitrators who hear cases from unions, companies, professional/trade associations, and individuals throughout the United States.

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The McGraw-Hill Companies Employee Hotline

This hotline is another resource that provides staff members with a means to confidentially report such issues as violations of corporate policy, workplace concerns, violations of the law and related matters.

Trained professionals from an outside service provider operate our hotline 24 hours a day, seven days a week. The hotline is accessible to all employees worldwide and can handle calls in the language spoken by all of our staff members. Reports on all employee calls will be directed to Harold McGraw III, the corporation's chairman, president and CEO, on a strictly confidential basis. Appropriate follow-up procedures will be carried out with every call.

To speak to someone confidentially about a workplace concern, call The McGraw-Hill Companies Employee Hotline at 1-888-722-3277.

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